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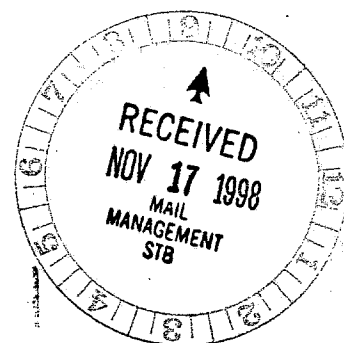
November 12, 1998

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO. 31282 FILED

NOV 17 '98

9-49AM



Dear Janice,


Enclosed is an original plus copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

- 1) The Kansas City Southern Railway Company dated 10/27/98 re: 99 – 4750 (return 2 copies)
- 2) The Kansas City Southern Railway Company dated 10/27/98 re: 52-4750 (return 2 copies)
- 3) CSX Transportation Inc dated 10/29/98 re: 100 – mill gondolas (return 2 copies)
- 4) CSX Transportation Inc dated 10/29/98 re: 200 – mill gondolas (return 2 copies)
- 5) CSX Transportation Inc dated 10/29/98 re: 200 – mill gondolas (return 2 copies)
- 6) Canadian Pacific Railway dated 10/29/98 re: 80 plate cars (return 2 copies)
- 7) Canadian Pacific Railway dated 10/29/98 re: 80 plate cars (return 1 copy)
- 8) Reynolds Metals Company dated 10/29/98 re: 80 railcars (return 1 copy)

Also, enclosed is a check made payable to: Surface Transportation Board.



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After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,



Rebecca Heisler  
Administrator

enclosure

RECORDATION NO. 21782 FILED

NOV 17 '98

9-49AM

# MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29th day of October, 1998, is made by CSX Transportation, Inc., a Virginia corporation, with an address at 500 Water Street, Jacksonville, FL 32202 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 30, 1998 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 

Name: \_\_\_\_\_

LAWRENCE E. LITTLEFIELD

Title: \_\_\_\_\_

VICE PRESIDENT

CSX TRANSPORTATION, INC.,

By: 

Name: \_\_\_\_\_

James T. Lee

Title: \_\_\_\_\_

Ass. Treasurer

STATE OF Florida )

SS:

COUNTY OF Duval )

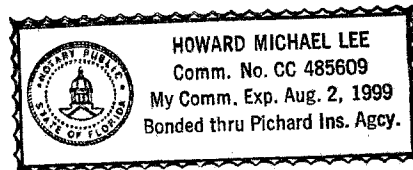
On this 13<sup>th</sup> day of October, 1998 before me personally appears James Tilley, to me personally known, who by me duly sworn, says that he/she is the Asst. Treasurer of CSX TRANSPORTATION, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Howard Michael Lee  
Notary Public

[SEAL]

My Commission expires: 8/2/1999



STATE OF NEW YORK )

SS:

COUNTY OF NEW YORK )

On this 29<sup>th</sup> day of October, 1998 before me personally appears Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

2000

**SCHEDULE A**

<b><u>Quantity</u></b>	<b><u>Equipment Description</u></b>	<b><u>Reporting Marks &amp; Numbers</u></b>
200	52' Mill Gondolas w/ 5'6" sides.	CSXT 487400 - 487599